

In accordance with Section 555 of the Companies Act 2006.

DON'T  
STAPLE

SH01

Return of allotment of shares



Companies House

FileOnline

Go online to file this information  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

✓ What this form is for  
You may use this form to give  
notice of shares allotted following  
incorporation.

✗ What this form is for  
You cannot use this form to give  
notice of shares allotted following  
incorporation. You must use form  
for an allotment of shares by an  
unlimited company.

WEDNESDAY

, please  
house

\*ACGDOAN4\*

A16

15/11/2023

#5

COMPANIES HOUSE

**1 Company details**

Company number S C 5 3 7 2 5 2

Company name in full BUILD A ROCKET BOY LTD.

→ Filling in this form  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

**2 Allotment dates**

From Date 3 1 1 0 2 0 2 3

To Date d d m m y y y y

① Allotment date  
If all shares were allotted on the  
same day enter that date in the  
'from date' box. If shares were  
allotted over a period of time,  
complete both 'from date' and 'to  
date' boxes.

**3 Shares allotted**

Please give details of the shares allotted, including bonus shares.  
(Please use a continuation page if necessary.)

② Currency  
If currency details are not  
completed we will assume currency  
is in pound sterling.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
£STERLING	SERIES D	2,835,916	£0.0000001	£13.79	£NIL

If the allotted shares are fully or partly paid up otherwise than in cash, please  
state the consideration for which the shares were allotted.

Continuation page  
Please use a continuation page if  
necessary.

Details of non-cash  
consideration.

If a PLC, please attach  
valuation report (if  
appropriate)

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## Return of allotment of shares

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## Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

## Continuation page

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
	PLEASE SEE STATEMENT OF			
	CAPITAL IN SECTION 4			
	CONTINUATION			
Totals				

<b>Currency table B</b>				
Totals				

<b>Currency table C</b>				
Totals				

<b>Total issued share capital table</b>				
You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.		Total number of shares	Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + \$10	Total aggregate amount unpaid ❶ Show different currencies separately. For example: £100 + €100 + \$10
Grand total				

❶ Total aggregate amount unpaid  
Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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**Statement of capital (prescribed particulars of rights attached to shares)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.

Class of share

Prescribed particulars

1

Please see continuation pages.

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

**1 Prescribed particulars of rights attached to shares**

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

**Continuation page**

Please use a Statement of Capital continuation page if necessary.

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**Signature**

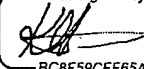
I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:



BC8F59CFF65A4B9...

X

This form may be signed by:

Director 2, Secretary, Person authorised 2, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

**2 Societas Europaea**

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

**3 Person authorised**

Under either section 270 or 274 of the Companies Act 2006.

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## Return of allotment of shares

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	REF: BUI47/2					
Company name	Lindsays LLP					
Address	Caledonian Exchange					
19A Canning Street						
Post town	Edinburgh					
County/Region	Midlothian					
Postcode	E	H	3	8	H	E
Country	Scotland					
DX	ED25, Edinburgh					
Telephone	0131 229 1212					

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

**Further information**

For further information please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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Please give details of the shares allotted, including bonus shares.

If currency details are not completed we will assume currency is in pound sterling.

[illegible]

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If the allotted shares are fully or partly paid up otherwise than in cash, please  
state the consideration for which the shares were allotted.

Details of non-cash  
consideration.  
  
If a PLC, please attach  
valuation report (if  
appropriate)

## 4

Complete the table below to show the issued share capital.  
Complete a separate table for each currency.

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**5****Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	Ordinary A	
Prescribed particulars	<p>The Ordinary A shares shall confer on each holder of Ordinary A shares the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company.</p> <p>The Company may, subject to the approval of both the majority of the Board and the Founder, pay a fixed non-cumulative cash preferential dividend at the rate set out in article 4.10 to the holders of the Series D, Series C, Series B and Series A shares in accordance with such terms as are determined by the Board. Any further dividend may be declared by the Company with Preferred Shareholder Consent and the consent of the Founder and will be distributed among the holders of all shares in the capital of the Company (pari passu) as if the shares constituted one class of shares pro rata to their respective holdings of shares.</p> <p>Subject to the shareholders' agreement and articles of association related to the Company dated or adopted 22 October 2023, on a distribution of assets on any liquidation, dissolution, winding up of the Company (a "Liquidation Event") or a return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so) first in paying the initial payments specified in the articles of association to each of the Series D, Series C, Series B and Series A shareholders, in priority to the holders of any other classes of shares, an amount per share held equal to the preference amount noted (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Series D Initial Payment, the remaining surplus assets shall be distributed to the Series D Shareholders pro rata to their respective holdings of Series D Shares).</p> <p>The Series A, Series B, Series C or Series D shares are convertible by the holders thereof into Ordinary A shares by written notice to the company and are automatically converted by written notice given by the investor majority or upon a qualifying public offering. the expressions used in this share description are defined in articles of association adopted on 22 October 2023.</p>	



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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Series A	
Prescribed particulars	<p>The Series A shares shall confer on each holder of Series A shares the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company.</p> <p>The Company may, subject to the approval of both the majority of the Board and the Founder, pay a fixed non-cumulative cash preferential dividend at the rate set out in article 4.10 to the holders of the Series D, Series C, Series B and Series A shares in accordance with such terms as are determined by the Board. Any further dividend may be declared by the Company with Preferred Shareholder Consent and the consent of the Founder and will be distributed among the holders of all shares in the capital of the Company (pari passu) as if the shares constituted one class of shares pro rata to their respective holdings of shares.</p> <p>Subject to the shareholders' agreement and articles of association related to the Company dated or adopted 22 October 2023, on a distribution of assets on any liquidation, dissolution, winding up of the Company (a "Liquidation Event") or a return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so) first in paying the initial payments specified in the articles of association to each of the Series D, Series C, Series B and Series A shareholders, in priority to the holders of any other classes of shares, an amount per share held equal to the preference amount noted at article 5 or if there are insufficient surplus assets to pay the amounts per share the remaining surplus assets shall be distributed to the Series D, Series C, Series B or Series A shareholders in the priority noted at article 5).</p> <p>The Series A, Series B, Series C or Series D shares are convertible by the holders thereof into Ordinary A shares by written notice to the company and are automatically converted by written notice given by the investor majority or upon a qualifying public offering. the expressions used in this share description are defined in articles of association adopted on 22 October 2023.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Series B	
Prescribed particulars	<p>The Series B shares shall confer on each holder of Series B shares the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company.</p> <p>The Company may, subject to the approval of both the majority of the Board and the Founder, pay a fixed non-cumulative cash preferential dividend at the rate set out in article 4.10 to the holders of the Series D, Series C, Series B and Series A shares in accordance with such terms as are determined by the Board. Any further dividend may be declared by the Company with Preferred Shareholder Consent and the consent of the Founder and will be distributed among the holders of all shares in the capital of the Company (pari passu) as if the shares constituted one class of shares pro rata to their respective holdings of shares.</p> <p>Subject to the shareholders' agreement and articles of association related to the Company dated or adopted 22 October 2023, on a distribution of assets on any liquidation, dissolution, winding up of the Company (a "Liquidation Event") or a return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so) first in paying the initial payments specified in the articles of association to each of the Series D, Series C, Series B and Series A shareholders, in priority to the holders of any other classes of shares, an amount per share held equal to the preference amount noted at article 5 or if there are insufficient surplus assets to pay the amounts per share the remaining surplus assets shall be distributed to the Series D, Series C, Series B or Series A shareholders in the priority noted at article 5).</p> <p>The Series A, Series B, Series C or Series D shares are convertible by the holders thereof into Ordinary A shares by written notice to the company and are automatically converted by written notice given by the investor majority or upon a qualifying public offering. the expressions used in this share description are defined in articles of association adopted on 22 October 2023.</p>	

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series C	
Prescribed particulars	<p>The Series C Shares shall confer on each holder of Series C Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>The Company may, subject to the approval of both the majority of the Board and the Founder, pay a fixed non-cumulative cash preferential dividend at the rate set out in article 4.10 to the holders of the Series D, Series C, Series B and Series A shares in accordance with such terms as are determined by the Board. Any further dividend may be declared by the Company with Preferred Shareholder Consent and the consent of the Founder and will be distributed among the holders of all shares in the capital of the Company (<i>pari passu</i>) as if the shares constituted one class of shares pro rata to their respective holdings of shares.</p> <p>Subject to the shareholders' agreement and articles of association related to the Company dated or adopted 22 October 2023, on a distribution of assets on any liquidation, dissolution, winding up of the Company (a "Liquidation Event") or a return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so) first in paying the initial payments specified in the articles of association to each of the Series D, Series C, Series B and Series A shareholders, in priority to the holders of any other classes of shares, an amount per share held equal to the preference amount noted at article 5 or if there are insufficient surplus assets to pay the amounts per share the remaining surplus assets shall be distributed to the Series D, Series C, Series B or Series A shareholders in the priority noted at article 5).</p> <p>The Series A, Series B, Series C or Series D shares are convertible by the holders thereof into Ordinary A shares by written notice to the company and are automatically converted by written notice given by the investor majority or upon a qualifying public offering. the expressions used in this share description are defined in articles of association adopted on 22 October 2023.</p>	

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#### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series D
Prescribed particulars	<p>The Series D shares shall confer on each holder of Series D shares the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company.</p> <p>The Company may, subject to the approval of both the majority of the Board and the Founder, pay a fixed non-cumulative cash preferential dividend at the rate set out in article 4.10 to the holders of the Series D, Series C, Series B and Series A shares in accordance with such terms as are determined by the Board. Any further dividend may be declared by the Company with Preferred Shareholder Consent and the consent of the Founder and will be distributed among the holders of all shares in the capital of the Company (pari passu) as if the shares constituted one class of shares pro rata to their respective holdings of shares.</p> <p>Subject to the shareholders' agreement and articles of association related to the Company dated or adopted 22 October 2023, on a distribution of assets on any liquidation, dissolution, winding up of the Company (a "Liquidation Event") or a return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so) first in paying the initial payments specified in the articles of association to each of the Series D, Series C, Series B and Series A shareholders, in priority to the holders of any other classes of shares, an amount per share held equal to the preference amount noted at article 5 or if there are insufficient surplus assets to pay the amounts per share the remaining surplus assets shall be distributed to the Series D, Series C, Series B or Series A shareholders in the priority noted at article 5).</p> <p>The Series A, Series B, Series C or Series D shares are convertible by the holders thereof into Ordinary A shares by written notice to the company and are automatically converted by written notice given by the investor majority or upon a qualifying public offering. the expressions used in this share description are defined in articles of association adopted on 22 October 2023.</p>